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10 Attorneys for Defendants Polo Ralph Lauren
Corporation; Polo Retail, LLC; Polo Ralph Lauren Corporation,
11 doing business in California as Polo Retail Corp.; and Fashions
Outlet of America, Inc.

12
13 UNITED STATES DISTRICT COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15

16 ANN OTSUKA, an individual; JANIS
17 KEEFE, an individual; CORINNE PHIPPS,
an individual; and JUSTIN KISER, an
18 individual; and on behalf of all other similarly
situated,

19 Plaintiff(s),

20 v.

21 POLO RALPH LAUREN CORPORATION,
a Delaware Corporation; POLO RETAIL,
22 LLC, a Delaware Corporation; POLO
RALPH LAUREN CORPORATION, a
23 Delaware Corporation, doing business in
California as POLO RETAIL CORP;
24 FASHIONS OUTLET OF AMERICA, INC.,
a Delaware Corporation and DOES 1-500,
25 inclusive,

26 Defendant(s).

Case No. C07-02780 SI

**DECLARATION OF WILLIAM J. GOINES
IN OPPOSITION TO PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION**

Date: July 11, 2008
Time: 9:00 a.m.
Dept: Courtroom 10, 19th Fl.
Judge: Hon. Susan Illston

1 I, William J. Goines, declare:

2 1. I am an attorney at law duly licensed to practice in the State of California and before
3 this Court, and am a shareholder of Greenberg Traurig, LLP, attorneys of record for Defendants Polo
4 Ralph Lauren Corporation; Polo Retail, LLC; Polo Ralph Lauren Corporation, doing business in
5 California as Polo Retail Corp.; and Fashions Outlet of America, Inc. (hereafter "Polo" or
6 "Defendants"). I have been primarily responsible for the representation of Polo in this matter.

7 2. I have personal knowledge of the matters set forth below except as to those which are
8 stated on information and belief and, as to those, I am informed and believe that they are true. If
9 called as a witness, I could and would competently testify to the following facts in a court of law.

10 3. Attached hereto as Exhibit 1 is a chart containing a summary of information compiled
11 from over 70 Declarations from employees of the Polo Full-Price and Outlet Stores and selected
12 deposition testimony. This chart is organized by store location and is designed to summarize
13 information, in part, from the Declarations and deposition testimony, including how long each
14 Declarant has been employed by Polo, whether they took their rest breaks, the typical time to exit the
15 store after clocking out, including a loss prevention search, the number of current employees in each
16 store, the number of shifts per day and the square footage for the stores.

17 4. Attached hereto as Exhibit 2 is a chart containing a summary comparison of the
18 differences between the Polo Full-Price and Outlet Stores by issue, including rest break scheduling,
19 rest break implementation, loss prevention search, compensation, store layout, shifts and type of sales
20 associates. As with Exhibit 1, this Chart was compiled, in part, from Declarations from employees of
21 the Polo Full-Price and Outlet Stores and selected deposition testimony.

22 5. I attended the deposition of Kim Lee Babka, Polo's Regional Director overseeing
23 Polo's California Full-Price Stores, on March 7, 2008. Attached hereto as Exhibit 3 are true and
24 correct copies of the following pages from the transcript of Ms. Babka's deposition and the subject
25 matter of the testimony: 12 (District Manager/Regional Director for Polo Ralph Lauren); 110, 111,
26 119, 120, 121 (Polo's policy and implementation of the policy regarding rest breaks); and 125, 126
27 (clock out and time for loss prevention searches).
28

6. I attended the deposition of Diana Copeland, Polo's Senior Director of Outlet Stores, on May 28, 2008. Attached hereto as Exhibit 4 are true and correct copies of the following pages from the transcript of Ms. Copeland's deposition and the subject matter of the testimony: 15, 18 (started with Polo in April 2004 and Senior Director of the Outlet Stores, including the entire State of California); 94, 95, 96 (no prohibition to discuss compensation); 99, 100, 101, 102, 103 (use of Daily Planning Agenda and Exhibit 69), 118 (clock out and time for loss prevention searches).

7. I attended the deposition of Teresa Cruz, Polo's Operations Manager for its San Francisco store, on April 20, 2007. Attached hereto as Exhibit 5 are true and correct copies of the following pages from the transcript of Ms. Cruz's deposition and the subject matter of the testimony: 18, 19, 21, 23 (started with Polo in 1994/Operations Manager starting in 1997-1998); 138 (no prohibition to discuss compensation), 218 (rest breaks), 230-231 (clock out and time for loss prevention searches).

8. I attended the deposition of Valerie Harrison, Polo's Assistant/Manager for its Home Collection Department in its San Francisco store from June 2000 to July 2007, on August 10, 2007. Attached hereto as Exhibit 6 are true and correct copies of the following pages from the transcript of Ms. Harrison's deposition and the subject matter of the testimony: 23, 32, 33 (employment with Polo and positions); 47-48, 63, 144, 145 (clock out and time for loss prevention searches); 167-168 (rest breaks).

9. I attended the deposition of Tin Hua, during a portion of the relevant time Polo's General Manager and Area Manager for Polo's Palo Alto, Burlingame and San Francisco Full-Price Stores, on May 21, 2008. Attached hereto as Exhibit 7 are true and correct copies of the following pages from the transcript of Mr. Hua's deposition and the subject matter of the testimony: 17, 20-26 (positions at Polo); 33, 37-39 (clock out and time for loss prevention searches); 46 (rest breaks); 82-85, 108-109, 124-125, 135-137 (roll out and discussion of arrears program with Plaintiffs Janis Keefe, Corinne Phipps and Ann Otsuka).

10. I attended the deposition of Phoebe Mireles, Woman's and General Manager for Polo's Palo Alto Full-Price Store from April/May 2002 to April 2005, on November 15, 2007. Attached hereto as Exhibit 8 are true and correct copies of the following pages from the transcript of

Ms. Mireles' deposition and the subject matter of the testimony: 18-20 (Women's Manager/General Manager, Polo Stanford, 2002-2005); 58 (process for clock out - get personal effects then clock out); 59 (no complaint regarding time for loss prevention searches); 60-61(few minutes to check out); 62-63 (rest breaks).

11. I attended the deposition of Kristi Mogel, Polo's Human Resources Manager, on February 4, 2008. Attached hereto as Exhibit 9 are true and correct copies of the following pages from the transcript of Ms. Mogel's deposition and the subject matter of the testimony: 18-19 (Human Resources responsibilities since December 9, 2003); 101-102 (no policy prohibiting sales associates from discussing compensation); 144, 145, 146 (rest breaks); 157-158 (clock out and time for loss prevention searches).

12. I attended the deposition of Harvey Resnick on April 23, 2008. Mr. Resnick was the Manager of the Men's Department in Polo's San Francisco store from August 2004 to February 2005. Attached hereto as Exhibit 10 are true and correct copies of the following pages from the transcript of Mr. Resnick's deposition and the subject matter of the testimony: 51, 53, 116-119 (rest breaks/time employed at Polo).

13. I attended the deposition of Corinne Phipps on June 12, 2007. Ms. Phipps is a Plaintiff in this action. Attached hereto as Exhibit 11 are true and correct copies of the following pages from the transcript of Ms. Phipps' deposition and the subject matter of the testimony: 13 (time worked at Polo); 83-84 (took all rest breaks); 172 (discussed compensation with co-workers).

14. I attended the deposition of Renee Davis on March 19, 2008. Ms. Davis is a Plaintiff in this action and worked in Polo's Cabazon Outlet Store from November 11, 2002 to February 28, 2004. Attached hereto as Exhibit 12 are true and correct copies of the following pages from the transcript of Ms. Davis' deposition and the subject matter of the testimony: 27-29 (only knowledgeable about Cabazon store/cashier position); 52-58 (rest breaks); 92-96, 98, 102-105 (absenteeism; discipline/reasons for missed work). Also attached as Exhibit 13 are true and correct copies of Exhibits 549, 550, 551 and 553 to Ms. Davis' deposition which are true and correct copies of documents produced by Polo in this action from Ms. Davis' personnel file.

1 15. Attached as Exhibit 14 is a chart listing all California Sales Associates who worked in
2 one of Polo's Full-Price or Outlet Stores at any time between May 31, 2002 through May 17, 2008,
3 which has been sorted by store. The Chart was prepared from documents produced by Polo on May
4 27, 2008, as POLO 02407-02531. They were subsequently produced to Patrick R. Kitchin on May
5 31, 2008 in Excel format and thereafter produced to Daniel Feder on June 9, 2008, in Excel format.
6 The Bates-stamped documents from which this Chart is prepared are true and correct copies of
7 information from Polo provided by its Senior Director of HR Administration and Payroll Supervisor
8 and Payroll System Analyst and has been modified to delete information private to the individual
9 former employees.

10 16. Attached as Exhibit 15 is a chart listing all California Lead Cashiers and Cashiers who
11 worked in one of Polo's stores at any time between May 31, 2002 and June 5, 2008. This Chart was
12 prepared from documents produced by Polo on June 17, 2008 and has been sorted by store number to
13 reflect the number of Polo Cashiers and Lead Cashiers who worked at any time between May 31,
14 2002 and June 5, 2008 at each store. The documents from which this Chart is prepared were
15 provided by its Senior Director of HR Administration and Payroll Supervisor and Payroll System
16 Analyst and has been modified to delete information private to the individual former employees.

17 17. To the best of my knowledge, the excerpts from the depositions attached as exhibits
18 hereto are an accurate transcription of the questions asked and answers provided during the
19 depositions.

20 18. Attached hereto as Exhibit 16 is a true and correct copy of the Declaration of Jonathan
21 Possidente.

22 19. Attached hereto as Exhibit 17 is a true and correct copy of the Declaration of Nina
23 Holowka.

24 20. Attached hereto as Exhibit 18 is a true and correct copy of the Declaration of Nilly
25 Foster.

26 21. Attached hereto as Exhibit 19 is a true and correct copy of the Declaration of Ann
27 Powell.
28

22. Attached hereto as Exhibit 20 is a true and correct copy of the Declaration of Jenna Baker.

23. Attached hereto as Exhibit 21 is a true and correct copy of the Declaration of John Messersmith.

24. Attached hereto as Exhibit 22 is a true and correct copy of the Declaration of Corine Garrahan.

25. Attached hereto as Exhibit 23 is a true and correct copy of the Declaration of Catherine Post.

26. Attached hereto as Exhibit 24 is a true and correct copy of the Declaration of Everett Ferreira.

27. Attached hereto as Exhibit 25 is a true and correct copy of the Declaration of Diane Wilson.

28. Attached hereto as Exhibit 26 is a true and correct copy of the Declaration of Tanya Taylor.

29. Attached hereto as Exhibit 27 is a true and correct copy of the Declaration of George Valencia.

30. Attached hereto as Exhibit 28 is a true and correct copy of the Declaration of Andrea Williams.

31. Attached hereto as Exhibit 29 is a true and correct copy of the Declaration of Lianne Ishikawa

32. Attached hereto as Exhibit 30 is a true and correct copy of the Declaration of Hillary Tucker.

33. Attached hereto as Exhibit 31 is a true and correct copy of the Declaration of Nancy Hong.

34. Attached hereto as Exhibit 32 is a true and correct copy of the Declaration of Sandra Brodie

35. Attached hereto as Exhibit 33 is a true and correct copy of the Declaration of Valerie Ramos.

36. Attached hereto as Exhibit 34 is a true and correct copy of the Declaration of Timothy Homan.

37. Attached hereto as Exhibit 35 is a true and correct copy of the Declaration of April Hicks.

38. Attached hereto as Exhibit 36 is a true and correct copy of the Declaration of Carin Pennisi.

39. Attached hereto as Exhibit 37 is a true and correct copy of the Declaration of Carey Hernandez.

40. Attached hereto as Exhibit 38 is a true and correct copy of the Declaration of David Botello.

41. Attached hereto as Exhibit 39 is a true and correct copy of the Declaration of Arriana Burkleo.

42. Attached hereto as Exhibit 40 is a true and correct copy of the Declaration of Michiko Takada.

43. Attached hereto as Exhibit 41 is a true and correct copy of the Declaration of Adam Bourque.

44. Attached hereto as Exhibit 42 is a true and correct copy of the Declaration of Alina Avakyan.

45. Attached hereto as Exhibit 43 is a true and correct copy of the Declaration of Lawrence Barbosa.

46. Attached hereto as Exhibit 44 is a true and correct copy of the Declaration of Josephine Sahyoun.

47. Attached hereto as Exhibit 45 is a true and correct copy of the Declaration of Kathryn Cantwell.

48. Attached hereto as Exhibit 46 is a true and correct copy of the Declaration of Debra Roane.

49. Attached hereto as Exhibit 47 is a true and correct copy of the Declaration of Morgan Simmons.

50. Attached hereto as Exhibit 48 is a true and correct copy of the Declaration of Susan George.

51. Attached hereto as Exhibit 49 is a true and correct copy of the Declaration of Holly Beaty.

52. Attached hereto as Exhibit 50 is a true and correct copy of the Declaration of Tamara Killeen..

53. Attached hereto as Exhibit 51 is a true and correct copy of the Declaration of Taj Linzels.

54. Attached hereto as Exhibit 52 is a true and correct copy of the Declaration of Steve Campo.

55. Attached hereto as Exhibit 53 is a true and correct copy of the Declaration of Robert Lo Monaco.

56. Attached hereto as Exhibit 54 is a true and correct copy of the Declaration of Desiree Dillon.

57. Attached hereto as Exhibit 55 is a true and correct copy of the Declaration of Kristin Miller.

58. Attached hereto as Exhibit 56 is a true and correct copy of the Declaration of Kathryn Myers.

59. Attached hereto as Exhibit 57 is a true and correct copy of the Declaration of Laura Hanes.

60. Attached hereto as Exhibit 58 is a true and correct copy of the Declaration of Cathy Guerrero.

61. Attached hereto as Exhibit 59 is a true and correct copy of the Declaration of Aaron King.

62. Attached hereto as Exhibit 60 is a true and correct copy of the Declaration of Dorsie May Stevens.

63. Attached hereto as Exhibit 61 is a true and correct copy of the Declaration of Kimell Ellington.

64. Attached hereto as Exhibit 62 is a true and correct copy of the Declaration of Karlie Gunderson.

65. Attached hereto as Exhibit 63 is a true and correct copy of the Declaration of Brandi Ellsworth.

66. Attached hereto as Exhibit 64 is a true and correct copy of the Declaration of Bao Yang.

67. Attached hereto as Exhibit 65 is a true and correct copy of the Declaration of Anthony Salinas.

68. Attached hereto as Exhibit 66 is a true and correct copy of the Declaration of Desiree Myers.

69. Attached hereto as Exhibit 67 is a true and correct copy of the Declaration of Bertha Ramos.

70. Attached hereto as Exhibit 68 is a true and correct copy of the Declaration of Abdel-Rahim Shalabi.

71. Attached hereto as Exhibit 69 is a true and correct copy of the Declaration of Susanne Kurhajec.

72. Attached hereto as Exhibit 70 is a true and correct copy of the Declaration of Sergio Silva-Canseco.

73. Attached hereto as Exhibit 71 is a true and correct copy of the Declaration of Andrea Rocca.

74. Attached hereto as Exhibit 72 is a true and correct copy of the Declaration of Brandon Pierce.

75. Attached hereto as Exhibit 73 is a true and correct copy of the Declaration of Toshira Adams.

76. Attached hereto as Exhibit 74 is a true and correct copy of the Declaration of Lindsey Flores.

77. Attached hereto as Exhibit 75 is a true and correct copy of the Declaration of Dylan Clevenger.

78. Attached hereto as Exhibit 76 is a true and correct copy of the Declaration of Diana Vanderwall.

79. Attached hereto as Exhibit 77 is a true and correct copy of the Declaration of Bianca Benavente.

80. Attached hereto as Exhibit 78 is a true and correct copy of the Declaration of Roberto Limones.

81. Attached hereto as Exhibit 79 is a true and correct copy of the Declaration of Ruben Escalente.

82. Attached hereto as Exhibit 80 is a true and correct copy of the Declaration of Oscar Segura.

83. Attached hereto as Exhibit 81 is a true and correct copy of the Declaration of Maya Felix.

84. Attached hereto as Exhibit 82 is a true and correct copy of the Declaration of Natalie Vicino.

85. Attached hereto as Exhibit 83 is a true and correct copy of the Declaration of Robert Ibarra.

86. Attached hereto as Exhibit 84 is a true and correct copy of the Declaration of Jennifer Olkowski.

87. Attached hereto as Exhibit 85 is a true and correct copy of the Declaration of Scott Kafoury.

88. Attached hereto as Exhibit 86 is a true and correct copy of the Declaration of Tracey Ficklin-Wagener.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 20 day of June, 2008.

/s/ William J. Goines
William J. Goines